

Signed: June 30, 2006

**SO ORDERED
FOLLOWING NOTICE AND A HEARING ON THIS
MOTION**



A handwritten signature in cursive script that reads "Paul Mannes".

PAUL MANNES
U. S. BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Greenbelt Division)

In re:

FIRSTPAY, INC.

Debtor

MICHAEL G. WOLFF, TRUSTEE

Plaintiff,

vs.

AMERICAN EXPRESS TRAVEL RELATED
SERVICES, INC.

Defendant

ORDER GRANTING TRUSTEE'S MOTION FOR APPROVAL OF SETTLEMENT

Upon consideration of the Trustee's Motion for Approval of Settlement (the "Motion"), notice having been provided to creditors and other parties in interest, the period for objecting to the Motion having expired, no objections to the Motion having been received, the Court having considered this matter fully and having determined that sufficient cause exists to grant the

Trustee's Motion, it is, this day, by the United States Bankruptcy Court for the District of Maryland,

ORDERED, that the Motion be and hereby is GRANTED; and it is further

ORDERED, that the Trustee is authorized to consummate the settlement under the terms set out in the Motion; and it is further

ORDERED, that the Trustee is authorized to execute any documents consistent with and necessary to carry out the terms of the settlement agreement between the parties.

cc: Jeffrey M. Orenstein, Esq.
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END OF ORDER